

WALLER LANSDEN DORTCH & DAVIS

A PROFESSIONAL LIMITED LIABILITY COMPANY

NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2100
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
(615) 244-6380

FACSIMILE
(615) 244-6804
WWW.WALLERLAW.COM

D Billye Sanders
(615) 252-2451
bsanders@wallerlaw.com

REC'D TN
REGULATORY AUTH.

*00 SEP 19 PM 12 01
809 SOUTH MAIN STREET
P. O. BOX 1035
COLUMBIA, TN 38402-1035
(931) 388-6031
EXECUTIVE SECRETARY

September 19, 2000

Via Hand-Delivery

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement Between MLGW and A&L regarding Joint Ownership of Memphis Networx, LLC; Docket No.99-00909 – Filing of Documents


Dear Mr. Waddell:

103

Enclosed you will find fourteen (14) copies of the Affidavits of Larry Thompson, Ward Huddleston, Joel Halvorson, George A. Lowe, II and Joseph Warnement; the list of attendees at the pre-bid orientation conference, which was previously produced in the public records request by John Farris (WS 0154-0161); and the list of individuals to whom notice of the request for proposals was sent. Additionally, copies of the Memphis Light Gas & Water contracts requested by intervenors have been supplied to intervenors.

K. David Waddell
September 19, 2000
Page 2

Sincerely,



D. Billye Sanders
Attorney for Memphis Light Gas &
Water Division and Memphis
Networx, LLC



John Knox Walkup
Wyatt, Tarrant & Combs
Attorney for Memphis Networx, LLC
and A&L Networks-Tennessee, LLC

DBS:lmb
Enclosures

cc: Parties of Record
Charlotte Knight Griffin
Ward Huddleston

CERTIFICATE OF SERVICE

I, D. Billye Sanders, hereby certify that on this 19th day of September, 2000, a true and correct copy of the foregoing was delivered by hand delivery, facsimile, or U.S. Mail postage pre-paid to the Counsel of Record listed below.

Lee J. Bloomfield, Esq.
Allen, Godwin, Morris, Laurenzi &
Bloomfield, P.C.
One Memphis Place
200 Jefferson Avenue, Suite 1400
Memphis, Tennessee 38103

Attorney for the International
Brotherhood of Electrical Workers
Union, Local 1288

Charles B. Welch, Jr., Esq.
John Farris, Esq.
Farris, Mathews, Branam, Bobango
& Hellen, P.L.C.
618 Church Street
Suite 300
Nashville, TN 37219

Attorney for Time Warner of the Mid-
South L.P., Time Warner Communications
of the Mid-South, L.P., and the Tennessee
Cable Telecommunications Association

Guy Hicks, Esq.
Patrick Turner, Esq.
BellSouth Telecommunications, Inc.
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

Attorneys for BellSouth
Telecommunications, Inc.

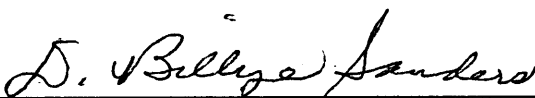
Vance Broemel, Esq.
Office of the Attorney General
Consumer Advocate Division
Cordell Hull Building
425 5th Avenue North
Nashville, Tennessee 37243-0500

R. Dale Grimes, Esq.
Bass Berry & Sims
2700 First American Center
Nashville, TN 37283

Attorney for Concord Telephone Exchange,
Inc., Humphreys County Telephone
Company, Tellico Telephone Company, Inc.
and Tennessee Telephone Company

Henry Walker, Esq. (without attachments)
Boulton Cummings Conners &
Berry, PLC
414 Union Street, Suite 1600
P. O. Box 198062
Nashville, TN 37219

Attorney for NEXTLINK, Tennessee, Inc.



D. Billye Sanders

AFFIDAVITSTATE OF CaliforniaCOUNTY OF San FranciscoREC'D TN
REGULATORY AUTH.

'00 SEP 19 PM 12 01

OFFICE OF THE
EXECUTIVE SECRETARY

I, Joseph Warnement, being duly sworn do hereby state the following:

1. I am a Vice President and Managing Director with A. T. Kearney. Prior to my employment with A. T. Kearney, I was a Director with Arthur D. Little. While with Arthur D. Little, I had overall responsibility for working with Alex Lowe on the early stages of what I understand has become the Memphis Network project.

2. This Affidavit responds to the Motion to Compel filed in the Memphis Network proceeding before the Tennessee Regulatory Authority, Docket No. 99-00909, on behalf of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, L.P., and the Tennessee Cable Telecommunications Association on September 11, 2000.

3. As I understand it, there are three outstanding items, as the parties have clarified the scope of the documents sought under the Motion to Compel: (i) production of a contract, a proposal, and an invoice with respect to Arthur D. Little report referred to as "Bundled Services" (Motion to Compel, Item # 1), if any such documents exist; (ii) production of a proposal and a contract with respect to Arthur D. Little Case No. 38213-00, which was invoiced on July 28, 1998 (Motion to Compel, Item # 2), if such documents

exist; and (iii) production of a seventeen page study and a two page overview referenced in a letter dated April 17, 1998, which has been introduced and marked as Exhibit 44 in the Memphis Network proceeding (Motion to Compel, Item #9), if such documents exist. I will collectively refer to items (i) - (iii) as the "Request."

4. I have searched my records in an attempt to locate documents responsive to the Request, but I have been unable to locate any such documents. To my recollection, as it relates to contracts and proposals I do not recall any formal proposals or contracts being drafted or discussed between the professional staff of Arthur D. Little and employees of A&L. With regard to invoices on such activities between Arthur D. Little and A&L I do recall an initial "retainer" payment was made to Arthur D. Little without an invoice being issued to prompt the retainer payment from A&L. I have no knowledge whether any subsequent invoices were issued by Arthur D. Little to A&L on any future matters.

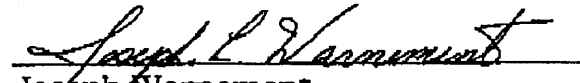
5. With respect to the 17 page report referenced in (iii) of Paragraph 3, although I did not retain a copy of that report, my best recollection is that this report was an Executive Briefing of a report generated by a consultant to the City of Memphis, more specifically, the Mayor of Memphis, in connection with a potential privatization of MLGW.

6. With respect to the 2 page report, I am not in possession of nor do I specifically recall forwarding a 2 page report to either Mr. Thompson at MLG&W or Mr. Lowe at A&L Underground. What I do recall is Mr. Lowe asking that I send a brief presentation document to MLG&W, the request length of "2

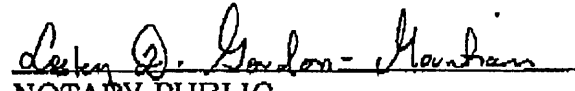
pages" I cannot recall, for use by the MLG&W Management in their Spring 1998 Management Retreat. I have located, and attached hereto a five-page presentation document, which I believe, was forwarded to MLG&W for their Management's use at the Spring Planning Conference. I believe my team of Consultant's at Arthur D. Little produced this document as a response to Mr. Lowe's request for a brief overview to be provided to MLG&W's Management. The attached document was produced on or about April 22, 1998.

7. I have not intentionally removed, destroyed or transferred any documents that would be responsive to the Request in order to avoid their production.

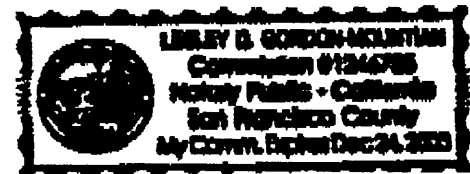
FURTHER AFFIANT SAITH NOT.


Joseph Warnement

SWORN TO AND SUBSCRIBED before me this 18th day of ~~SEPTEMBER~~
2000.


NOTARY PUBLIC

My Commission Expires: DEC. 24, 2003



'98 Spring Planning Conference

The advent of deregulation and technology advancements have rapidly increased the interest in "at" and "behind-the-meter" premise services.

- The "second-wave" of premise-based services demand requires a lower overall cost structure
 - Internet access
 - Security monitoring
 - Energy management
 - Videotext programming (Cable TV)
 - Enhanced telephony services
- The current networks (providers and physical assets) do not support multiple providers of "service bundling."
- There are numerous "end-use"/retail service providers but very few (currently monopolies) fully-integrated providers.
- No enterprise has taken the "high ground" as a central "wires" or "access" provider facilitating advanced service bundling.

A major limitation is an aged, "upstream" communications network which cannot be cost-effectively replaced by one single monopoly-like supplier.

'98 Spring Planning Conference

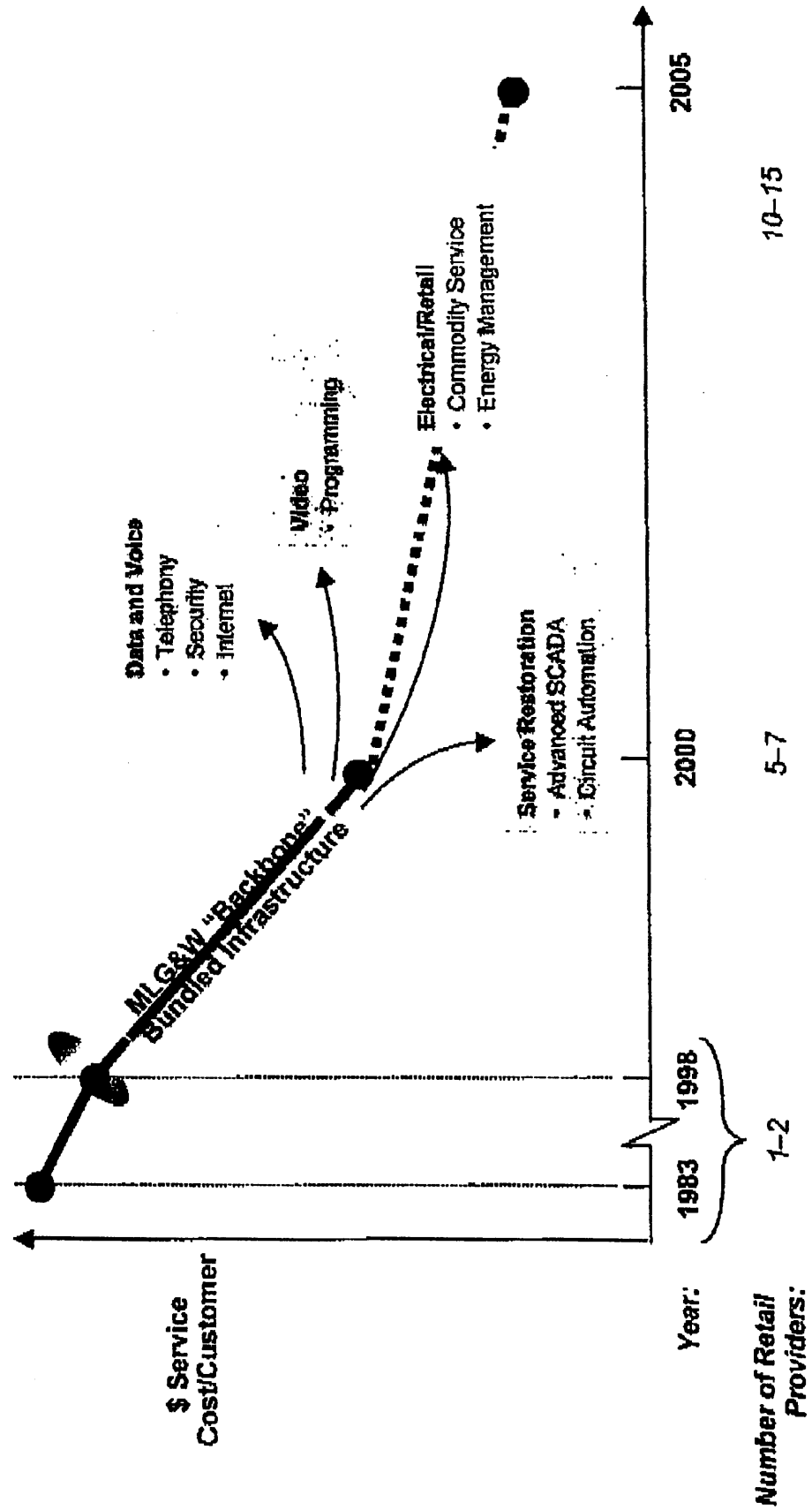
Electric, gas and water utilities (public and private) are beginning to understand their natural role in extending "infrastructure services" across previously rigid industry "boundaries."

- Lesser viable networks/services are being provided by MUNIs in:
 - Tacoma, WA
 - Owensboro, KY
 - Anaheim, CA
 - Indianoco, IA
 - MEAG (GA Munis)
 - Holland, MI
 - Glasgow, KY
- Large IOU Utilities are beginning to deliberately offer "excess capacity" (80%+ of assets) to retailers of services in "blanket" contracts covering entire service territories.
 - Variety of assets, network servicing, and capital arrangements are being offered
- Added utility revenue and improved utility infrastructure is lowering cost and improving service to the Utility's current ratepayers
- Federal and state "authorities" are highly supportive of this concept

Utilities are beginning to maximize the value of these assets and services by taking royalties/equity in the new ventures.

'98 Spring Planning Conference

The strongest link to "unleash" competition, lower costs, and expand retail services is the availability and free access to a "wholesale" advanced network for all retail competition to access.



'98 Spring Planning Conference

MLG&W has been discussing with multiple vendors its ability to offer enhanced services to the premise at lower costs than current service offerings.

Business Management

<ul style="list-style-type: none"> • Revenue • Billing • Collections 	<ul style="list-style-type: none"> • Credit • Accounts • Receivables 	<ul style="list-style-type: none"> • Payables • Disbursements • Cash Flow 	<ul style="list-style-type: none"> • Inventory • Purchasing • Supplier 	<ul style="list-style-type: none"> • Shipping • Logistics • Distribution 	<ul style="list-style-type: none"> • Sales • Marketing • Customer
-------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------

Wholesale ("Carrier's Carrier") Versus Retail (Behind The Meter)?

MLG&W has the ability to participate in any and all of the segments with assets, service—and potentially—capital. MLG&W expects to make significant progress in determining its advancement in these areas in the very near future.

'98 Spring Planning Conference

MLG&W can progress into three levels of advanced service provisioning. Each level has very discernible risks and returns.



- Specific ROW made available
- Capital spent only for internal service
- Circuit-by-circuit build-out



- System-wide ROW accessed
- 800--1,000 miles of ROW developed for Memphis advanced backbone
- Wholesaler of assets and service to retailers of service
- Facilitate all qualified providers of retail service



- Full-service provisioning
 - Backbone infrastructure
 - Retail marketing
 - Service provisioning
 - Retail collections
- Franchise redefined



- | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> • Minimal capital • Business extension • Small enterprise growth | <ul style="list-style-type: none"> • Modest capital • Strong public policy strategy • Related—but strong—business extension | <ul style="list-style-type: none"> • Large capital requirement/risk • High public policy risk • Uncertain public support • LEC and cable TV legal challenges |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

AFFIDAVIT

STATE OF Colorado

COUNTY OF Arapahoe

I, Joel D. Halvorson, being duly sworn do hereby state the following:

1. My name is Joel D. Halvorson, and I am a Director of Arthur D. Little (ADL). I have had overall responsibility for the majority ADL's consulting work for the Memphis Networx project.
2. I have been made aware of a request that two documents referenced in a letter of April 17, 1998 from Alex Lowe to Joe Warnement be found and produced in the Tennessee Regulatory Authority proceedings in the Memphis Networx matter, Docket No. 99-00909. I understand that these documents are (i) a "prior consultants report" of "17 pages," and (ii) a two page "overview." I, with the assistance of ADL staff, diligently examined the records of ADL and was unable to locate either such document.
3. To my knowledge ADL does not have these documents nor has ADL intentionally removed, destroyed or transferred these documents to avoid their production.
4. On September 11 and 12, 2000, I directed and supervised the gathering and collection of contracts, invoices, and payment records from ADL files relating to the Memphis Networx project, and I directed and supervised the preparation of tables summarizing the relationship between these contracts, invoices and payments. These materials marked as pages 002 – 027, 029 – 0050, and 052 – 053 of a facsimile transmittal from ADL dated 09/12/00 and beginning at 10:29. There were a few minor typographical errors in the invoice dates listed on the summary tables that we just prepared, which were included as pages 028 and 051 of that transmittal. I have directed and supervised the preparation of replacement summary tables marked as pages 002 and 003 of a facsimile transmittal from ADL dated 09/12/00 and beginning at 12:02. These two pages replace former pages 028 and 051, respectively, of the 10:29 facsimile transmittal.

5. With respect to the invoices and contracts referenced on page 002 of the ADL facsimile that began at 10:29 on 09/12/00 (invoice date of April 6, 1998) and on page 003 of that same facsimile (invoice date of July 28, 1998, another ADL Director, Joe Warnement, had overall responsibility for that work. Mr. Warnement left ADL towards the end of 1998, and ADL staff and I have been unable to locate his files for this project and for many other projects that he handled for other clients prior to leaving ADL. It appears that Mr. Warnement's files are generally unavailable within ADL.

FURTHER AFFIANT SAITH NOT.

Jaal D. Halvorson

SWORN TO AND SUBSCRIBED before me this 14 day of September, 2000.

R. A. B.
NOTARY PUBLIC

My Commission Expires: 04/26/2003

A & L UNDERGROUND INC
ATTN MICHAEL J MCINERNEY
PO BOX 878
201 EAST LOULA
OLATHE KS 66051

|||||

A T & T CORP
32 AVENUE OF THE AMERICAS
NEW YORK NY 10013-2473

|||||

ADELPHIA COMMUNICATIONS
21 SOUTH BRUFFEY STREET
SALEM VA 24153-4728

|||||

ADVANCED RADIO TELECOM CORP
SUITE 2600
500 - 108TH AVENUE NE
BELLEVUE WA 98004

|||||

ALLEGIANCE TELECOM OF
ATLANTA
SUITE 340
3500 PIEDMONT ROAD
ATLANTA GA 30305

|||||

ATTN OZIE ALLEN
2755 SHORT MOUNTAIN ROAD
MCMINNVILLE TN 37110

|||||

AMERITECH
34TH FLOOR
30 SOUTH WACKER
CHICAGO IL 60606

|||||

ARTHUR ANDERSON LLB
633 WEST 5TH STREET
LOS ANGELES CA 90071

|||||

ARTHUR D LITTLE INC
ATTN ARTHUR D LITTLE
SUITE 1500
8400 EAST PRENTICE AVENUE
ENGLEWOOD CO 80111

|||||

BELL SOUTH CORP
1544 MADISON AVENUE
MEMPHIS TN 38104-2447

|||||

BLACK & VEATCH
ATTN JOHN T BREDENKAMP
SUITE 500
18310 MONGOMERY VILLAGE AVE
GAITHERSBURG MD 20879

|||||

BLACK & VEATCH
ATTN RON JARVIS
SUITE 500
2-1 SOUTH ORANGE AVENUE
ORLANDO FL 32801

|||||

BOOZ ALLEN & HAMILTON
101 PARK AVENUE
NEW YORK NY 10178

|||||

BROOKS FIBER COMMUNICATIONS
ATTN CRAIG YOUNG
SUITE 300
425 WOODS MILL ROAD SOUTH
TOWN AND COUNTRY MO 63017

|||||

BUFORD GOFF & ASSOCIATES
ATTN ROD MCLAIN
1331 ELMWOOD AVENUE
COLUMBIA SC 29201

|||||

CABLEVISION SYSTEMS CORP
122 RIVER STREET
BRIDGEPORT CT 06604-2927

|||||

CELLNET DATA SYSTEMS
ATTN: MYRNA HASTY
125S SHOREWAY ROAD
SAN CARLOS CA 94070

|||||

CENTURY COMMUNICATIONS
256 US HIGHWAY 278 EAST
CULLMAN AL 35055-0691

|||||

CENTURY TELEPHONE
ENTERPRISES
ATTN CLAY BAILEY
PO BOX 4065
MONROE LA 71211

|||||

CHURCH & TOWER
434 ATLAS DRIVE
NASHVILLE TN 37211

|||||

COMCAST CORP
1500 MARKET STREET
PHILADELPHIA PA 19102-2100

|||||

COMMONWEALTH TELEPHONE
ENTERPRISES INC
100 CTE DRIVE
DALLAS PA 18612-0977

|||||

CONCORD TELEPHONE EXC INC
ATTN JOHN FEEHAN
TELEPHONE & DATA SYSTEM INC
PO BOX 22995
KNOXVILLE TN 37933-0995

|||||

COX COMMUNICATIONS
111 NORTH HIGH STREET
WAVERLY OH 45690-1343

|||||

Year	Male (millions)	Female (millions)
1990	~45	~48
2000	~50	~52
2010	~55	~58

[illegible]

Abstract

Abstract

||| ||| ||| ||| ||| ||| ||| ||| ||| |||

Abstract

.....

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32

[illegible]

|||||

[illegible]

ATLANTA GA 30340

|||||

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034 1035 1036 1037 1038 1039 104

Abstract

[illegible]

|||||

|||||

[illegible]

Abstract

|||||

Abstract

I n t e r p r e t i n g

Age Group	Percentage
18-24	10%
25-34	15%
35-44	15%
45-54	15%
55-64	15%
65+	10%

|||||

[illegible]

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32

[illegible]

|||||

[illegible]

[illegible]

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32

[illegible]

Abstract

| | | | | | | | | | | | | | |

|||||

[illegible]

Age Group	Percentage
18-24	10
25-34	25
35-44	15
45-54	10
55-64	15
65-74	10
75-84	10
85-94	10
95+	10

|||||

|||..|||..|||..|||..|||..|||..|||..|||..|||..|||..

Abstract

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32

|||..|||||.||...|||.....|..|||..|||

|||||

[illegible]

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32

|||||

Age Group	Percentage
18-24	10
25-34	25
35-44	15
45-54	10
55-64	15
65-74	10
75-84	15
85-94	20
95+	10

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034 1035 1036 1037 1038 1039 104

|||||

[illegible]

.....

A F F I D A V I T

STATE OF TENNESSEE

COUNTY OF DAVIDSON

I, William Larry Thompson, being duly sworn do hereby state the following:

1. I am the Senior Vice President and Chief Operating Officer of Memphis Light Gas & Water Division ("MLGW").

2. This Affidavit responds, on behalf of MLGW, to the Motion to Compel filed in the Memphis Networx proceeding before the Tennessee Regulatory Authority, Docket No. 99-00909, on behalf of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, L.P., and the Tennessee Cable Telecommunications Association on September 11, 2000.

3. As I understand it, there are three outstanding items, as the parties have clarified the scope of the documents sought under the Motion to Compel: (i) production of a contract, a proposal, and an invoice with respect to Arthur D. Little report referred to as "Bundled Services" (Motion to Compel, Item # 1), if any such documents exist; (ii) production of a proposal and a contract with respect to Arthur D. Little Case No. 38213-00, which was invoiced on July 28, 1998 (Motion to Compel, Item # 2), if such documents exist; and (iii) production of a seventeen page study and a two page overview referenced in a letter dated April 17, 1998, which has been introduced and marked as Exhibit 44 in the Memphis Networx proceeding (Motion to Compel, Item #9), if such documents exist. I will collectively refer to items (i) – (iii) as the "Request."

4. I have previously testified regarding the Request in the Memphis Networx proceeding.

5. I have searched my records and asked others to search their records at MLGW in an attempt to locate documents responsive to the Request, but we have been unable to locate any such documents.

6. I and, to my knowledge, all others at MLGW, do not have documents that are responsive to the Request, nor have I or, to my knowledge, anyone at MLGW, intentionally removed, destroyed or transferred any documents to avoid their production.

FURTHER AFFIANT SAITH NOT.

William L Thompson
William Larry Thompson

2000. SWORN TO AND SUBSCRIBED before me this 15th day of September

Denise B. Sanders
NOTARY PUBLIC

My Commission Expires: May 27, 2001

1 A. Yes. The letter is dated April 17th, 1998.
2 You may have said --

3 Q. I'm sorry. I apologize.

4 A. -- '99.

5 Based on the timing of the letter and the
6 fact that it's an immediate follow-up to the April 15th
7 meeting, I believe that that reference is to Larry
8 Thompson and not Larry Johnson.

9 Q. Do you recall that -- if Mr. Lowe or anyone
10 from Arthur D. Little ever provided you with a
11 two-page overview as mentioned in Exhibit 44?

12 A. No. I recall no such overview.

13 Q. Did you request such an overview?

14 A. I do not remember requesting such. I will
15 say that's a typical -- normally, I ask for a
16 one-page overview. So that is a typical Larry Thompson
17 statement, but I can't tell you that I remember it.

18 Q. Exhibit 44 also mentions a 17-page prior
19 consultant's report. Are you familiar with a document
20 that could be the prior consultant's report that's
21 mentioned in this letter?

22 A. For some time I have been mystified by that
23 reference. I think the consultant's report, the
24 Talleyrand report, that was presented yesterday fits
25 the time frame and fits the description of a prior

1 consultant's report. It would have had value from an
2 out of -- for an out-of-town consultant as to what's
3 going on with Memphis Light Gas & Water. There's very
4 little reference to telecommunications, and I think
5 that's why we did not relate that to this project until
6 the conversations with Mr. Warnement.

7 Q. Mr. Thompson, there was another 17-page
8 report introduced into the record as Exhibit 63.

9 (Document passed.)

10 Have you reviewed that report?

11 A. I have.

12 Q. Do you think that could be the report
13 that's being referred to in the letter dated
14 April 17th, 1998?

15 A. No, because I don't think there had been
16 any assessment of MLGW's current situation prior to
17 April 15th of 1998. Therefore, it could not have been
18 the document to which the April 17th letter referred.

19 Q. When did MLGW first provide information to
20 Arthur D. Little that would have been sufficient for
21 them to compile a report such as Exhibit 63?

22 A. In the June/July of '98 time frame. It was
23 a four-week period in there somewhere.

24 Q. There have been various documents
25 introduced in this proceeding with respect to

AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF SHELBY

I, Ward Huddleston, Jr., being duly sworn do hereby state the following:

1. I am the Chief Executive Officer and Chief Manager of Memphis Networx, LLC ("Memphis Networx").

2. This Affidavit responds, on behalf of Memphis Networx, LLC, to the Motion to Compel filed in the Memphis Networx proceeding before the Tennessee Regulatory Authority, Docket No. 99-00909, on behalf of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, L.P., and the Tennessee Cable Telecommunications Association on September 11, 2000.

3. As I understand it, there are three outstanding items, as the parties have clarified the scope of the documents sought under the Motion to Compel: (i) production of a contract, a proposal, and an invoice with respect to Arthur D. Little report referred to as "Bundled Services" (Motion to Compel, Item # 1), if any such documents exist; (ii) production of a proposal and a contract with respect to Arthur D. Little Case No. 38213-00, which was invoiced on July 28, 1998 (Motion to Compel, Item # 2), if such documents exist; and (iii) production of a seventeen page study and a two page overview referenced in a letter dated April 17, 1998, which has been introduced and marked as Exhibit 44 in the Memphis Networx proceeding (Motion to Compel, Item #9), if such documents exist. I will collectively refer to items (i) – (iii) as the "Request."

4. I have searched my records and asked all members of my staff to search their records at Memphis Networx in an attempt to locate documents responsive to the Request, but we have been unable to locate any such documents.

5. I and, to my knowledge, all members of my staff at Memphis Networx, do not have documents that are responsive to the Request, nor have I or, to my knowledge, anyone at Memphis Networx, intentionally removed, destroyed or transferred any documents to avoid their production.

FURTHER AFFIANT SAITH NOT.

Ward Huddleston, Jr.
Ward Huddleston, Jr.

SWORN TO AND SUBSCRIBED before me this 18th day of September 2000.

Kim D. Lovington
NOTARY PUBLIC

My Commission Expires: 1/31/2004

AFFIDAVIT

STATE OF _____

COUNTY OF _____

I, George A. Lowe, II, being duly sworn do hereby state the following:

1. I am the Manager of A&L Networks—Tennessee, LLC, the Manager of Aptus Networks, LLC, and the President of A&L Underground, Inc. (collectively, "A&L").

2. This Affidavit responds, on behalf of A&L, to the Motion to Compel filed in the Memphis Networx proceeding before the Tennessee Regulatory Authority, Docket No. 99-00909, on behalf of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, L.P., and the Tennessee Cable Telecommunications Association on September 11, 2000.

3. As I understand it, there are three outstanding items, as the parties have clarified the scope of the documents sought under the Motion to Compel: (i) production of a contract, a proposal, and an invoice with respect to Arthur D. Little report referred to as "Bundled Services" (Motion to Compel, Item # 1), if any such documents exist; (ii) production of a proposal and a contract with respect to Arthur D. Little Case No. 38213-00, which was invoiced on July 28, 1998 (Motion to Compel, Item # 2), if such documents exist; and (iii) production of a seventeen page study and a two page overview referenced in a letter dated April 17, 1998, which has been introduced and marked as Exhibit 44 in the Memphis Networx proceeding (Motion to Compel, Item #9), if such documents exist. I will collectively refer to items (i) – (iii) as the "Request."

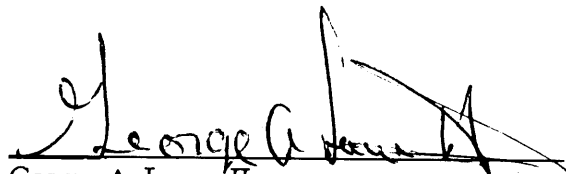
4. I have previously testified regarding the Request in the Memphis Networx proceeding. I testified that (1) the Bundled Services contract was oral rather than written and that no invoice and no proposal were submitted; (2) that the contract which was invoiced July 28, 1998,

was also oral and no proposal was submitted; and (3) that the seventeen page study was, to the best of my recollection, the report generated by a consultant to the City of Memphis regarding the proposed privatization of MLGW and placed in evidence during my redirect examination at the hearing. I do not recall ever having a two page overview.

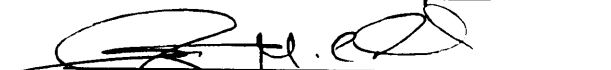
5. Nevertheless, I have searched my records and asked others to search their records at A&L in an attempt to locate documents further responsive to the Request, but we have been unable to locate any such documents.

6. I and, to my knowledge, all others at A&L, do not have documents that are further responsive to the Request, nor have I or, to my knowledge, anyone at A&L, intentionally removed, destroyed or transferred any documents to avoid their production.

FURTHER AFFIANT SAITH NOT.


George A. Lowe, II

SWORN TO AND SUBSCRIBED before me this 18 day of September 2000.


NOTARY PUBLIC

My Commission Expires: _____
Notary Public, Gwinnett County, Georgia
My Commission Expires August 22, 2002